

**BYLAWS OF THE
NASHVILLE AREA JUNIOR CHAMBER OF COMMERCE
Revised October 11, 2016**

These Bylaws shall regulate the affairs of the Nashville Area Junior Chamber of Commerce, subject to the provisions of its Corporate Charter [“the Charter”] and any applicable provisions of the Tennessee Nonprofit Corporation Act, Tenn. Code Ann. § 48-51-101, *et. seq.* [“the Act”].

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ARTICLE I - NAME

The name of this organization shall be the NASHVILLE AREA JUNIOR CHAMBER OF COMMERCE, hereinafter referred to as “the NAJCC.”

ARTICLE II - PURPOSE

The NAJCC is committed to developing our members personally and professionally by maximizing our individual and collective potential.

ARTICLE III - MEMBERSHIP

Section 1. Class of Membership. There shall be only one (1) class of membership, namely, resident. There shall be four stages of membership: provisional, new, active, and alumni. Each resident member of the NAJCC shall have the same rights and obligations as all other members subject to the Act, the Charter, or these Bylaws.

Section 2. Members. Any business or professional person who is (1) a resident of the Nashville area, (2) between the ages of twenty-one and thirty-five, (3) of good reputation, (4) and who submits a written application to the Board of Governors [“the Board”] that is endorsed by one member in good standing may, after approval of their application by the Board, be elected, on a biannual basis, to membership in the NAJCC as a provisional, new, or active member as follows:

2(a). A “provisional member” is a person who, having fully satisfied the application, endorsement, and approval criteria described in Section 2, submits their membership dues in full. Such individual shall remain a provisional member until he or she becomes a “new member.”

2(b). A “new member” is provisional member who, having fully satisfied the application, endorsement, approval, and payment criteria described in Section 2 and 2(a), enrolls in a new member class. Such enrollment must occur within twelve months from the date upon which the individual becomes a provisional member. Such person shall remain a new member until he or she becomes an “active member.”

2(c). An “active member” is a new member who, having fully satisfied the application, endorsement, approval, payment, and enrollment criteria described in Section 2, 2(a), and 2(b), joins an NAJCC committee. To qualify as an active member, the new member shall join an NAJCC within twelve months from the date upon which the individual becomes a provisional member.

Alumni membership is open to individuals who have been an active member for at least one year and are now 36 years of age or older, have been an active member in good standing for 5 years and are not yet 36 years of age, and/or have been a board member for two terms. A “member in

good standing” is defined in Section 5 of this Article. Once elected to membership, the applicant shall pay an initiation fee in an amount determined by the Board and shall pay dues as established by Section 3 of this Article.

Section 3. Dues. The Board shall determine the amount of membership dues. Since there is only one (1) class of membership in the NAJCC, provisional, new, and active members shall pay the same dues rate. Upon applying for membership to the NAJCC, individuals are also subject to a new member fee. Alumni members will pay a separate dues rate. The policy and procedures manual will list dues and fees for each membership status. Alumni members will have the same meeting and event attendance benefits as active members and will qualify for member rates for ticketed events. Each member’s dues shall be paid in advance of the month in which the member is elected into the NAJCC and annually thereafter on the member’s renewal date. A member’s renewal date is defined as the annual anniversary of the date their membership was accepted. Membership acceptance occurs when the payment for membership dues has been received. Notice of all members’ dues will be sent annually to each member at least thirty (30) days prior to the member’s renewal date. The Board may give members the option of paying their dues in installments and have the ability to waive or lower dues under special circumstances. Dues are not refundable in part or in whole.

Section 4. Applications. All applications for membership shall contain an agreement to be bound by the Charter and the Bylaws of the NAJCC.

Section 5. Members in Good Standing. A member whose dues are paid through the year immediately preceding that in which that member’s standing is being determined shall be considered to be a member in good standing.

Section 6. Termination of Membership. Failure of any member to pay dues, or any other financial obligation to the NAJCC, within forty-five (45) days of the billing date shall result in termination of that member’s membership by automatic expulsion unless the account has been paid in full. Membership shall automatically terminate on a member’s renewal date if the member has turned thirty-six (36) years of age during the previous year.

Section 7. Resignations. Any member may resign from the NAJCC by providing written notice to the Board, the President, or the NAJCC’s principal office. The resignation is effective upon receipt without the need for any further action on the part of the Board.

Section 8. Suspension or Expulsion of Members. The Board shall have full authority and discretion to suspend or expel any member for the violation of the Charter, these Bylaws, any rules and regulations duly adopted by the Board, or by reason of any conduct deemed by the Board to be detrimental to the NAJCC’s best interests. Any member may be suspended or expelled by a resolution passed by two-thirds (2/3) of the Board present at any regular or special meeting of the Board. Such member shall be notified in writing of the intention to consider that member’s suspension or expulsion and the reasons therefore at least fifteen (15) days in advance of the meeting, and that member shall be given an opportunity of a hearing before the Board, either orally or in writing, before the Board votes on whether that member should be suspended

or expelled. Notice provided pursuant to this Section shall be given by first class United States mail or by certified United States mail, return receipt requested, and shall be sent to the last address of the member shown on the NAJCC's records. Passage of such resolution shall, without other act on the part of the Board, suspend or annul such membership without a refund of dues no sooner than five (5) days from the date of the Board's vote.

Section 9. Transfer of Membership. No member shall have the right to transfer or encumber in any way his or her membership to any other entity or individual.

ARTICLE IV - BOARD OF GOVERNORS

Section 1. Members. The government of the NAJCC shall be vested in a Board of Governors. The Board shall consist of a President and up to fifteen (15) members of the NAJCC. Twelve (12) of the fifteen (15) Board members shall be elected to the Board by the regular membership as set forth in Article V, and shall hold seats described as "elected seats." Up to three (3) of the fifteen (15) Board members may be appointed to the Board by the President, during his or her term, and shall hold seats described as "appointed seats." In the event that the President Elect is serving the second year of his/her elected term and is in turn serving on the Executive Committee, a fourth appointed board seat shall be created in order to increase the number of Board members to sixteen (16).

Section 2. Ex-Officio Members. The retiring President, if still eligible for membership, shall automatically become an Ex-Officio member of the Board for the ensuing year. All past Presidents who are otherwise eligible for membership shall be invited to serve as Ex-Officio members of the Board. Ex-Officio members of the Board are not considered to be members of the Board and shall not count against the fifteen (15) Board members pursuant to Section 1 of this Article.

Section 3. Terms. The terms of the members of the Board shall be as follows:

- A. Elected Seats.** Members of the Board holding elected seats shall be elected by the membership as set forth in Article V. Each elected member of the Board shall serve for a term of two (2) years and until a successor is duly elected. The term shall commence on the first day of the fiscal year. Members shall not be elected to the Board for more than two (2) consecutive terms of two (2) years each. A member having just completed two (2) such consecutive terms must remain off of the Board for one (1) year before becoming eligible again for election to the Board.
- B. Appointed Seats.** Members of the Board appointed by the President shall serve for a term of one (1) year. The term shall commence on the first day of the fiscal year in conjunction with the President's term of office. The members of the Board appointed by the President shall not be appointed to two (2) consecutive terms. Appointed Board members are eligible to be elected to the Board, for one

(1) or two (2) terms, immediately following their appointed term, and they can be appointed by the President to one or more additional terms thereafter so long as the Board member does not serve two appointed terms consecutively.

Section 4. Voting. The voting members of the Board shall be those holding the twelve (12) elected seats and the three (3) appointed seats. The President shall not have a vote except in cases of tie votes among the Board members. Ex-officio members and Officers (other than the President-Elect or an Officer holding a Board seat) shall not vote. While newly elected and appointed Board members are encouraged to attend April, May and June Board meetings prior to the commencement of their term, they shall have no right to vote during those meetings. However, newly elected members shall have the right to vote for the President-Elect as set forth in Article VII, Section 3. Conversely, newly appointed Board members are not eligible to vote for the President-Elect. Voting by proxy shall not be permitted.

Section 5. Vacancies. A vacancy on the Board shall be defined as an unoccupied elected or appointed position on the Board solely due to the expiration of a Board member's full term. A vacancy shall be filled as set forth in Section 3 of this Article based upon whether it is an elected or an appointed seat.

Section 6. Unused Positions. An unused position on the Board shall be defined as an unoccupied elected or appointed position on the Board due to reasons other than a vacancy. If an unused position is to be filled, it shall be filled as follows:

- A. Unused Position of Elected Seat Occurring At the End of the Fiscal Year.** An unused elected seat on the Board which occurs at the end of a fiscal year by reason of a Board member assuming the office of President prior to the expiration of his term, or for any other reason, shall be filled for the remainder of that Board member's term by automatic appointment of that unsuccessful candidate for the Board who received the highest number of votes in the most recent election and who is willing to serve. In the event of a tie, the provisions of Article V, Section 7 pertaining to the casting of lots shall apply. A Board member who is automatically appointed due to receiving the highest number of votes in the most recent election shall be an "elected seat" as defined in Article IV, Section 3, Part A. In the event that there are no unsuccessful candidates eligible for automatic appointment, the Board shall appoint a member to serve with a majority vote. The Board shall determine if the appointed individual shall serve as an elected or appointed member based on the amount of vacancies of elected seats currently open on the Board. This determination shall be made through discussion and majority vote of the Board.
- B. Unused Position of Elected Seat Occurring During Fiscal Year.** An unused position of an elected seat on the Board occurring during any fiscal year shall be filled via appointment by the Board of a member to serve for the remainder of such fiscal year. In the event the unused position occurred in the first year of the departed Board member's term, the second year of that term shall be filled by the automatic appointment of that unsuccessful candidate for the Board who received the highest

number of votes in the most recent election and who is willing to serve for the second fiscal year (1 year term) of the departed Board member's term. In the event of a tie, the provisions of Article V, Section 7 pertaining to the casting of lots shall apply. A Board member who is automatically appointed due to receiving the highest number of votes in the most recent election shall be an "elected seat" as defined in Article IV, Section 3, Part A. In the event that there are no unsuccessful candidates eligible for automatic appointment, the Board shall appoint a member to serve with a majority vote. The Board shall determine if the appointed individual shall serve as an elected or appointed member based on the amount of vacancies of elected seats currently open on the Board. This determination shall be made through discussion and majority vote of the Board.

- C. Unused Position of Appointed Seat.** The President may fill the unused position of an appointed seat by appointing another member to serve in that position. However, the newly appointed member shall only serve for the remaining term of the appointed member being replaced.

Section 7. Resignations. A Board member may resign from the Board at any time by delivering written notice to the Board, the President, or the NAJCC's principal office. A resignation is effective when the notice is received unless the notice specifies a later date. If the resignation is made effective at a later date, the Board may fill the unused position before the effective date, pursuant to Section 6 of this Article, if the Board provides that the successor does not take office until the effective date.

Section 8. Removal of Board Members.

- A. Elected Seats.** The resident members of the NAJCC may remove any member of the Board holding an elected seat, with or without cause. A Board member may only be removed from the Board at a special meeting called for the purpose of removing that Board member, and the meeting notice must state that one of the purposes of the meeting is the removal of the Board member. The Board member shall be allowed a reasonable opportunity to address the members at any such special meeting.
- B. Appointed Seats.** Any member of the Board holding an appointed seat may be removed, with or without cause, by written recommendation from the President to the Board. The Board will then vote on proposed removal by majority vote. The removal is effective immediately following the vote unless otherwise specified. If the removal of an appointed Board member is made effective at a later date, the unused position may be filled before the effective date so long as the successor does not take office, pursuant to Section 6 of this Article, until the effective date.
- C. Unexcused Absences.** Three (3) consecutive absences of any member of the Board, which are not excused in a manner and time satisfactory to the Board, shall, at the discretion of the Board and by a majority vote of the entire Board, automatically result in an expulsion of said member from the Board leaving an unused position that

shall be filled as set forth in Section 6 of Article IV.

ARTICLE V - NOMINATIONS AND ELECTIONS

Section 1. Date. The election of the Board's elected seats shall be held each year. All ballots must be cast by 5:00 PM on the 1st Tuesday of the month of April, and the results of the election must be certified by the election judges and reported to the President by 5:00 PM on the 2nd Tuesday of the month of April each year.

Section 2. Nomination of Board of Governors. By the first Tuesday of January of each year, the Executive Director shall cause to be provided to each member in good standing, a roster of eligible members of the Organization in good standing and a Nomination Form that may be submitted by any member in good standing, and which may nominate any eligible member in good standing. The Nomination Form must be received by the office of the organization on or before the first Tuesday in February of each year.

The Board shall review all timely received Nomination Forms on or before the second Tuesday in February. The President (or the President's Designee), shall then contact all nominees and inquire whether each nominee accepts the nomination to be a candidate for election to the Board on or before the third Tuesday in February. If a nominee respectfully declines the nomination, that nominee will not be included in the Official Ballot as set forth in Section 4 of this Article. Each nominee who accepts nomination for candidacy shall be a candidate for election to the Board, except as otherwise outlined in this Section 2., and shall be included in the Official Ballot as set forth in Section 4. of this Article.

In the event a nominee has previously exhibited any conduct that may subject such nominee to Suspension or Expulsion as set forth in Article 3, Section 8. of these Bylaws or has previously exhibited any breach of fiduciary duty while serving in a similar position, any such nominee will not be included in the Official Ballot should more than two-thirds ($\frac{2}{3}$) of the Board vote against the nominee's inclusion on the Official Ballot. Before any such vote of the Board may be conducted, any such nominee shall be given advance notice of at least ten (10) of the Board's decision to consider such a vote and shall also be given an opportunity to be heard by the Board at any meeting of the Board permitted by these Bylaws. Any nominee surviving such vote of the Board shall also be a candidate for election to the Board, and shall be included in the Official Ballot as set forth in the Section 4 of this Article.

Each candidate shall be provided a Candidate's Form, which shall allow each candidate opportunity to provide biographical information and a statement of interest by the candidate. The content of the Candidate's Form shall be provided along with the Official Ballot, as set forth in Section 4 of this Article. In order to be included with the Official Ballot, the Candidate's Form must be returned to the office of the organization on or before the second Tuesday of March of that year. During the Membership meeting held in March in the year in which the election is being held, every candidate shall have opportunity to participate in equal measure in a candidates' forum, the format and time of which is to be determined at the sole discretion of the

President.

Section 3. Eligibility of Members. All members in good standing who have been active members for twelve (12) months as of March 31st of the year in which the election is being held or who are currently serving as a member of the Board shall be eligible for nomination to the Board with the exception of the current President and the President-Elect, those restricted by age as provided in Article III, Section 6, and as provided in Article IV, Section 3 regarding consecutive terms.

Section 4. Official Ballot. The Board shall provide an official ballot containing the names and identifying photographs of all candidates who accepted a nomination as set forth in Section 2 of this Article. The Official Ballot shall be provided to all members in good standing so as to give each member in good standing an opportunity to designate a choice of the candidate(s), as provided in Section VI of this Article. The Official Ballot shall be furnished to each member by the 2nd Friday of March in the year in which the election is being held. The ballots shall be submitted and returned to the NAJCC's principal office on or before 5:00 PM on the 1st Tuesday of the month of April of each year, as provided in Section I of this Article. Ballots not received by the NAJCC's principal office by such time shall not be counted.

Section 5. Judges. Ten (10) days prior to the election, the President of the Board shall appoint three (3) judges (election judges), who are neither candidates for a position on the Board nor members of the Board, who shall have supervision over the election. The election judges forfeit their right to have counted a completed ballot as provided in Section 6 of this Article. If any election judge submitted a ballot to the NAJCC's principal office that ballot shall be removed from those ballots counted as provided in Section 6 of this Article.

Section 6. Voting. By the 2nd Friday of March in the year in which the election is being held, and at least fourteen (14) days prior to the date fixed for the election, as set forth in Section 1 of this Article, each member in good standing shall be provided the Official Ballot prepared according to Section 4 of this Article. The Official Ballot shall be provided with instructions as to the number of vacancies to be filled and that the member in good standing is to vote for that number of candidates, neither more nor less, and to submit the ballot to the NAJCC's principal office before 5:00 PM on the date of the election. All timely ballots received at the NAJCC office shall be counted. Any ballot purporting to vote for more or less than the number of candidates necessary to fill the number of vacancies of elected seats shall not be counted. Every member in good standing shall be provided opportunity to submit a completed ballot as set forth in this Section; and no member shall be permitted to have more than one ballot counted. Any duplicate ballots shall not be counted, and the determination of which ballot to count shall be made by and at the discretion of the Judges, as set forth in Section 5 of this Article.

Section 7. Canvass. At the hour fixed for the closing of the election set forth in Section 6 of this Article, the judges of the election shall collect the total submitted ballots and shall count them. The Legal Counsel (or President's Designee if Legal Counsel unable to attend), shall be present during voting process and shall be charged with ensuring fairness of the process, and instruction of the election judges to ensure that the counting of the ballots is done pursuant to this

Article. The counting of the ballots may be done manually, or may be counted by a tested and reliable electronic system. The election judges shall report the results as soon as is reasonably practicable to the President. The number of candidates required to fill the vacancies who receive the highest number of votes shall be duly elected. In case of a tie in the election, the election judges shall cast ballots for the candidate(s) of their choice, which the Legal Counsel shall collect from each election judge and shall count them with the total ballots. The election judges shall certify as the elected person or persons the successful candidate or candidates. If the election judges have cast lots for the candidate(s) of their choice and the tie is not broken, then the Legal Counsel (or President's Designee) present according to this Section shall cast lots for the candidate(s) of his/her choice and shall break the tie with finality, and the election judges shall certify as the elected person or persons the successful candidate or candidates.

ARTICLE VI - MEETINGS OF THE BOARD OF GOVERNORS

Section 1. Monthly Meetings. The Board shall meet monthly, at such time and place as it determines. The business to be conducted at the monthly meetings shall be determined in the discretion of the Board but shall generally include the approval of the minutes of the preceding meeting, Officer reports, Committee reports, Old Business and New Business.

Section 2. Special Meetings. The Board shall meet in special session when called by the President, or at the request of three (3) members of the Board. One (1) day's notice in person, by telephone, facsimile, or email, calling such special meeting, shall be deemed sufficient. The notice must state the purpose of the meeting, and no other business shall be transacted, at the special meeting except such business as is approved by unanimous vote of the entire Board.

If a special meeting is adjourned before the business to be transacted at that meeting has been completed, the special meeting may be rescheduled at a future date and time. Notice, as defined by this Section, need not be given of the rescheduled special meeting so long as: (1) the time and place to which the meeting is rescheduled are fixed at the special meeting at which the adjournment was taken; and (2) the meeting is rescheduled for a date within one month of when the special meeting was adjourned. If, however, the special meeting is adjourned without a determination as to the place and time to which the meeting is being rescheduled, or if the special meeting is being adjourned to a date more than one month from when the special meeting was adjourned, then notice of the rescheduled special meeting must be given pursuant to the requirements of this Section.

Section 3. Quorum. Fifty-one (51%) percent of the members of the Board eligible to vote shall constitute a quorum for the transaction of business.

Section 4. Voting. If a quorum is present when a vote is taken, the affirmative vote of a majority of Board members present is the act of the Board, unless the laws of this State, the Charter, or these Bylaws otherwise require the vote of a greater number of Board members.

Section 5. Proxy Voting Prohibited. Only those members who are physically present at the Board meeting may exercise voting privileges.

Section 6. Action Without Meeting. Any action required or permitted by the Act, the Charter or these Bylaws to be taken at a Board meeting may be taken without a meeting. If all Board members consent to taking such action without a meeting, the affirmative vote of the number of Board members that would be necessary to authorize or take such action at a Board meeting shall be the act of the Board. Such action must be evidenced by written consents describing the action taken and signed by each Board member. The written consents shall also indicate the Board member's vote or abstention on the action and shall be included in the minutes or filed with the corporate records reflecting the action taken. Action taken by consent is effective when the last Board member signs the consent, unless the consent specifies a different effective date.

Section 7. Board Committees. The Board may create one or more committees, each consisting of one or more members of either the Board or the regular membership. Board committees shall serve at the pleasure of the Board. Unless otherwise provided in the Act, the Charter, or these Bylaws, and to the extent specified by the Board, each committee may exercise the authority of the Board. However, no such committee shall (a) authorize distributions; (b) approve the dissolution or merger of the NAJCC, or sale, pledge or transfer all or substantially all of the assets of the NAJCC; (c) fill vacancies on the Board or any of its committees; or (d) adopt, amend or repeal these Bylaws or the Charter. All Board committees and their members shall be governed by the same statutory, Charter, and Bylaw requirements, including, but not limited to, those regarding meetings, action without meetings, notice and waiver of notice, quorum and voting requirements as are applicable to the Board.

ARTICLE VII - OFFICERS

Section 1. Officers. The Officers of the NAJCC shall be (1) a President, (2) a President-Elect, (3) a Treasurer, (4) a Legal Counsel, (5) a Secretary, and (6) any Vice-President(s) appointed by the President. Except for the offices of President, President-Elect and Secretary, the same individual may simultaneously hold more than one (1) officer position. The Treasurer and Legal Counsel shall not be one of the elected or appointed members of the Board and shall not hold any other Officer position. The President-Elect shall at all times be an "elected seat", even if the President-Elect holds this position the year following the completion of his/her two (2) year term as an elected Board member, as described in Article IV, Section 3, Part A. If the President-Elect serves in that position during the second year of their term as an elected Board member, the President-Elect shall maintain his/her "elected seat" as a Board member while simultaneously serving as President-Elect.

Section 2. Qualifications of President-Elect. A member of the Board shall not be eligible for the office of President-Elect if such member's membership would terminate before or during his or her Presidency as defined at Article III, Section 6 herein. The President-Elect shall be selected from the elected members of the current Board, i.e. the Board whose term is just beginning, and the elected members of the current Board. Appointed members of the Board shall not be eligible for the office of President-Elect except as set forth in Section 3, Subsection C, of this Article.

Section 3. Election of President-Elect. The election of the President-Elect shall take place annually at the Board meeting following the most recent general election of the Board. The President-Elect shall succeed to the office of President the year following his or her election to the office of President-Elect on the first day of that fiscal year. The President-Elect shall be elected annually by the Board from among its elected members as follows:

- A. Selection of Election Judges.** Immediately after the election of the new elected members of the Board, as provided in Article V, the President shall appoint two election judges. One of the election judges shall be the President and the other shall be a past President, who is not then a member of the Board, regardless of whether that individual is a member in good standing of the NAJCC.
- B. Eligibility to Vote.** All elected members of the current Board and the newly elected members of the incoming Board are eligible to vote for the office of President-Elect. Appointed members of the Board shall not be eligible to vote for the office of President-Elect, with the exception of the Ex-Officio officer. The Ex-Officio officer of the current board will be allowed equal voting rights for voting for the office of President-Elect.
- C. Nominations.** Candidates for President-Elect can nominate themselves or be nominated by any elected member of the current Board or the newly elected Board. In the event no otherwise eligible member nominates himself or herself or agrees to accept the nomination of an elected member of the current Board or the newly elected Board, or in the event only one candidate runs for President-Elect and fails to receive a majority from those voting, then, and only then, shall Board members holding appointed seats be allowed to run for President-Elect. Thereafter, if no Board members holding appointed seats nominate themselves or if they are not otherwise nominated by any elected member of the current Board or the newly elected Board, or in the event that the Board members holding appointed seats do not agree to accept the nomination of an elected member of the current Board or the newly elected Board, or in the event that only one appointed Board member runs for President-elect and fails to receive a majority from those voting, then the Board shall elect a President-Elect by a majority vote.
- D. Method of Voting.** Voting shall be carried out in secret. If one candidate receives a majority from those voting, then that member is automatically named President-Elect. If no one candidate receives a majority vote, the two (2) candidates receiving the most votes, plus all ties, shall be put in nomination for a secret run-off ballot without announcement as to the numerical results of the previous ballot. The elected members of the current Board and newly elected Board shall vote on the secret run-off ballot. If the secret run-off ballot produces no majority candidate, the numerical results of that ballot shall be announced and a secret third ballot shall be taken. In the event the secret third ballot produces no majority candidate, the current President shall be given a vote and a secret fourth ballot shall be taken. In the event

the secret fourth ballot produces no majority candidate, the other former Presidents present at the election shall be given a vote and a secret fifth ballot shall be taken. When a candidate receives a majority from those voting, that candidate is automatically named President-Elect. Voting by proxy shall not be permitted.

Section 4. Election of Treasurer, Legal Counsel and Secretary. The incoming President shall select a Treasurer, Legal Counsel, and a Secretary annually and their appointment shall be approved by a majority vote of the Board.

Section 5. Appointment of Vice-Presidents. The President may appoint a Vice-President or Vice-Presidents from the Board, and the President shall determine their duties.

Section 6. Terms of Officers. The Officers shall serve for one (1) year, or until their successors have been selected and qualified. In no event shall the term of any Officer exceed three (3) years.

Section 7. Removal. The Board may remove any Officer at any time, with or without cause, by the affirmative vote of a two-thirds (2/3) majority of the full Board as then constituted.

Section 8. Resignation. An Officer may resign at any time by delivering notice to the Board, the President, or the NAJCC's principal office. A resignation is effective when the notice is received unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Board accepts the later effective date, the Board may fill the pending vacancy before the effective date if the Board provides that the successor does not take office until the effective date.

Section 9. Vacancies of Officers. Vacancies of Officers shall be filled as follows:

- A. President.** In the event the President ceases to be an active member of the NAJCC through death, permanent disability (if unable to perform the duties of their office), resignation, expulsion, removal from the Nashville area or otherwise, the vacancy shall be filled by the President-Elect for the remainder of the President's term. Doing so shall not count against the President-Elect's term for which he or she was elected.
- B. President-Elect.** In the event the President-Elect ceases to be an active member of the NAJCC through death, permanent disability (if unable to perform the duties of their office), resignation, expulsion, removal from the Nashville area or otherwise, the vacancy shall be filled as soon as reasonably practicable for the remainder of that Officer's term by the Board.
- C. Treasurer, Legal Counsel and Secretary.** In the event the Treasurer, Legal Counsel or Secretary ceases to be an active member of the NAJCC through death, permanent disability (if unable to perform the duties of their office), resignation, expulsion, removal from the Nashville area, expulsion from the Board or otherwise, the President shall, as

soon as reasonably practical, appoint another Treasurer, Legal Counsel or Secretary pursuant to Section 4 of this Article who shall serve for the remainder of the former Officer's term.

- D. Vice-Presidents.** In the event a Vice-President ceases to be an active member of the NAJCC through death, permanent disability (if unable to perform the duties of their office), resignation, expulsion, removal from the Nashville area, expulsion from the Board or otherwise, the President may appoint another Vice President pursuant to Section 5 of this Article who shall serve for the remainder of the President's term.

Section 10. Duties of Officers. The duties of the Officers of the NAJCC shall be those usually assigned to such Officers in similar organizations, and such other duties as the Board may from time to time direct. Those duties shall include, but shall not be limited to the following:

- A. Minutes and Records.** The Secretary shall prepare minutes of all Board meetings and regular meetings and shall authenticate the records of the NAJCC.
- B. Activity Funds.** The Treasurer shall establish a separate fund for each activity of the NAJCC that, in the judgment of the Board, requires a separate account. Two (2) signatures shall be required for disbursements from such separate account(s) by persons as the Board may direct. In the event that a separate account is established and the Treasurer's signature is not required for disbursements from it, then the Treasurer shall provide the Board with a report of the receipts and possible, following the conclusion of the activity.

ARTICLE VIII – NON-BOARD COMMITTEES

Section 1. Appointment. The Board & / or President may appoint such special and standing non-Board committees as needed to advance the interests of the NAJCC, subject to the confirmation of the Board. A list of non-Board committees, their members, and their responsibilities shall be maintained by the Board and recorded in the corporate minutes or records.

Section 2. Committee Reports. Committees shall submit their findings and recommendations in writing to the Board. No findings or recommendations of any committee shall be reported or published until approved by the Board.

Section 3. Discharge of Committees. Should any standing or special committee fail to discharge the duties assigned to it with reasonable promptness, the Board & / or President may discharge the committee or any member of it.

Section 4. Vacancies. Vacancies on Non-Board committees may be filled by the Board & / or President pursuant to Section 1 of this Article.

ARTICLE IX - MEMBERSHIP MEETINGS

Section 1. Membership Meetings. Meetings of the membership shall be called by the President upon notice to the last known address of each member in good standing as of the record date defined in Section 5 of this Article. The notice of all regular, annual or special meetings shall contain the date, time and place of each such meeting and shall neither be given fewer than ten (10) days nor more than two (2) months before the date of the meeting. All meetings of the membership shall be presided over by the President, or if the President is not present, then by any individual in the following order: (1) any Vice-President, (2) the President-Elect, (3) any Board member, or (4) any Officer.

- A. Regular Meetings.** There shall be at least eight (8) regular membership meetings during each fiscal year, and they shall be held at a time and place designated by the Board.
- B. Annual Meeting.** An annual meeting of the members of the NAJCC shall be held on such date and place as may be determined by the Board. The business to be transacted at such meeting shall be the report of the President, any Board member, or any Officer on the activities and financial condition of the NAJCC, the election of the members of the Board, and any other business as shall be properly brought before the meeting. The annual meeting may be conducted at any regular membership meeting, in whole or part, as set forth above.
- C. Special Meetings.** Special meetings of the regular membership may be called by the President, a majority of the Board of Governors, or by at least twenty percent (20%) of the members in good standing. The Board shall designate the location of any special meetings of the membership. Notice of special membership meetings must describe the purpose for which the meeting is being called. Only business within the purpose(s) described in the meeting notice for the special meeting may be conducted at any special meeting. The Board shall notify the members of any special meeting no less than ten (10) and no more than forty-five (45) days before the special meeting date.

Section 2. Members Only Shall Speak. Only members in good standing shall address the membership at any membership meeting, except by unanimous consent of all members in good standing present at the meeting, or unless previously invited to speak by the President, a Board member, or a Board Committee member as a guest speaker.

Section 3. Quorum. At all meetings of the membership, twenty-five percent (25%) of the members in good standing present at the meeting shall constitute a quorum.

Section 4. Voting. If a quorum exists, a simple majority is required to approve the action or matter being voted on. Proxy voting is not allowed.

Section 5. Record Date. The record date for any meeting of members shall be the close of business on the business day preceding the day on which notice is given. Thus, members in good standing as of the business day preceding the date upon which notice is given shall be entitled to notice and shall be entitled to vote at any subsequently noticed membership meeting. If a membership meeting is adjourned prior to completion and is rescheduled for a later date and time, the record date of the original, adjourned meeting shall apply to the rescheduled meeting so long as it is rescheduled for a date and time less than four (4) months from the date of the original, adjourned meeting. If, however, a membership meeting is adjourned and rescheduled for a date and time more than four (4) months from the date of the original, adjourned meeting, then the record date for the original, adjourned meeting shall not apply to the rescheduled meeting. In such a situation, additional notice of the rescheduled meeting must be given to the membership, thereby creating a new record date for the rescheduled meeting and determining the members that will be entitled to notice of and to vote at the rescheduled meeting.

Section 6. Membership List. After the record date for a meeting has been fixed, the NAJCC shall maintain an alphabetical list of the names and addresses of all members who are entitled to notice of a membership meeting. Since there is only one class of membership, the list need not be arranged by voting group or class of membership and need not show the number of votes each member shall be entitled to cast. The membership list shall be available for inspection by any member, beginning two (2) business days after notice of the meeting is given for which the list was prepared and continuing through the meeting, at the NAJCC's principal office. A member of the NAJCC or his or her agent or attorney is entitled upon written demand to the NAJCC's Legal Counsel to inspect and, subject to the requirements of the Act and Tennessee law, to copy the list, during regular business hours at the member's expense, during the period it is available for inspection. Upon request of any member to the NAJCC Office, the NAJCC shall make the list of members available at the meeting, and any member, or his or her agent or attorney, shall be entitled to inspect the list at any time during the meeting or any adjournment thereof.

Section 7. Acceptance of Member Documents. A member document shall be defined as any document by which a member wishes to take action in writing instead of in person. If the signature on a member document (such as a vote or waiver form) corresponds to the name of a member, the NAJCC, if acting in good faith, is entitled to accept such document and to give it effect as the act of the member. If the name on the member document does not correspond to the name of a member, it shall be rejected. Additionally, the NAJCC is entitled to reject a member document if a Board member or Officer, acting in good faith, has a reasonable basis for doubt about the validity of the signature on such document.

ARTICLE X - GENERAL REGULATIONS

Section 1. Fiscal Year. The fiscal year of the NAJCC shall run from the first day of July to the last day of June of each calendar year.

Section 2. Annual Budget and Financial Statements. At the beginning of each fiscal year, the incoming President and his or her appointed Treasurer shall prepare an annual budget that shall

be submitted to the Board for approval. The Board shall have the power to alter, modify or change the budget during the year as needed. The budget as adopted shall govern the financial operations of the NAJCC throughout the fiscal year. The NAJCC's Treasurer, or other person(s) designated by the Board, shall prepare, or cause to be prepared, annual financial statements that include a balance sheet as of the end of the fiscal year, an income statement for that year, and such other information necessary to comply with the requirements of the applicable provisions of the Act.

Section 3. Publications. Every important utterance or publication by any of the standing or special committees, made through its chairman or otherwise, shall be reviewed and approved prior to its publication by the President or the Board.

Section 4. Endorsements. The NAJCC shall not endorse by public statement or letter any commercial activity or promotion operated for profit.

Section 5. Annual Report. The outgoing President, the outgoing Treasurer, the incoming President, and the incoming Treasurer shall prepare and make available to the membership at the beginning of each fiscal year a report showing the receipts, expenditures and activities of the NAJCC for the previous fiscal year and the adopted budget for the coming year.

Section 6. Financial Obligations. Financial obligations of the NAJCC shall be handled as follows:

- A. Budgeted Expenditures.** Budgeted expenditures may be approved by the Treasurer, the President, or any member of the Board.
- B. Unbudgeted Expenditures.** Unbudgeted expenditures less than \$100.00 in amount shall be approved by the Treasurer and the President or the Board. Unbudgeted expenditures over \$100.00 may only be approved by the Board. The Treasurer shall report any unbudgeted expenditures to the Board during the next regular meeting.
- C. Contracts.** Only the President, or Committee Chairs who have received approval of the Board, are authorized to execute contracts on behalf of the NAJCC. Those individuals are strongly encouraged to consult with the Board's Legal Counsel prior to executing any contracts.
- D. Loans.** No loans shall be contracted on behalf of the NAJCC and no evidence of indebtedness shall be issued in its name unless authorized as an expenditure in accordance with this Article.

Section 7. Offices. The NAJCC shall have such offices as the Board may designate or as the business of the NAJCC may require from time to time, but the NAJCC shall always maintain a registered office in Tennessee regardless of whether that is its place of business.

Section 8. Notice. Whenever notice is required to be given to regular members, Board

members, or Officers, unless otherwise provided by law, the Charter, or these Bylaws, such notice may be given in person or by telephone, mail or private carrier, email, or facsimile or by any means allowed by Tenn. Code Ann. § 48-51-202. If notice is given by mail, it shall be sent postage prepaid by first class United States mail or by registered or certified United States mail, return receipt requested, and addressed to the respective address that appears for each such person on the books of the Corporation as of the date the record date. Written notice properly addressed, with proper postage, and placed into the hands of the United States Postal Service or a private carrier shall be deemed to have been given at the earliest of the following: (a) when received; (b) five (5) days after its deposit in the United States mail if sent by first class, postage prepaid, or (c) on the date of the return receipt if sent by registered or certified mail, return receipt requested, postage prepaid, and the receipt is signed by or on behalf of the addressee.

Section 9. Negotiable Instruments and Deposits. All checks, drafts, notes or other obligations of the NAJCC shall be signed by the Officers of the Corporation, or by such other person(s), as may be authorized by the Board or allowed by these Bylaws. The monies of the NAJCC may be deposited in the name of the Corporation in such bank(s) or financial institution(s) as the Board shall designate and shall be drawn out by Officer(s) or other person(s) designated by the Board.

Section 10. Parliamentary Procedure. The NAJCC's meetings, including, but not limited to, regular and special meetings of the Board and membership meetings, shall be governed by, and conducted according to, the latest edition of Robert's Manual of Parliamentary Rules (i.e. Robert's Rules of Order) except where in conflict with the laws of this State, the Charter, or these Bylaws, in which case the laws of this State, the Charter, or these Bylaws shall govern.

Section 11. Records at Principal Office. The NAJCC shall keep at all times a copy of the following records at its principal office:

- (a) The Charter and any amendments thereto;
- (b) These Bylaws and any amendments thereto;
- (c) The minutes of all meetings of members and the Board for the past three (3) years;
- (d) Annual financial statements for the past three (3) years;
- (e) A list of the names and addresses of the current Board members and Officers;
- (f) The most recent annual report delivered to the Tennessee Secretary of State; and
- (g) The most recent membership list.

Section 12. Corporate Records. The NAJCC shall keep records of the minutes of all meetings of its members and the Board and any other record required to be kept by law, the Charter, or these Bylaws.

Section 13. Employees. The Board of Governors may employ suitable person(s) to serve as employees of the NAJCC as it deems necessary to carry out the purposes and administration of the NAJCC. Any employees of the NAJCC shall report to the President and the Board.

Section 14. Endowment Fund. The Board shall direct 10% of the net revenue from each NAJCC-sponsored event into the NAJCC Charities Endowment Fund. Net revenue includes gross receipts from the event minus all operating expenses and donations to non-NAJCC

charitable causes.

ARTICLE XI - RELATIONSHIP TO NASHVILLE AREA CHAMBER OF COMMERCE

The NAJCC shall strive to be a definitive, integral part of the Nashville Area Chamber of Commerce [“Chamber”]. It shall cooperate and participate in the community and business development program of the Chamber, and shall act in harmony with the established policy of the Chamber.

ARTICLE XII - BYLAW AMENDMENTS

These Bylaws may be amended, modified, or repealed at any regular or special meeting of the Board by the affirmative vote of a two-thirds (2/3) majority of the full Board as then constituted, provided that notice of the proposed change(s) shall have been provided to each member of the Board not less than twenty-five (25) days prior to the meeting at which the amendment(s) is to be voted upon. Such notice shall also state that one of the purposes of the meeting is to consider proposed Bylaw amendment(s) and shall contain or be accompanied by a copy or summary of the proposed amendment(s) or state the general nature thereof. Not less than twenty (20) days prior to the meeting at which the amendment(s) is to be voted upon, the President shall direct that said notice be provided to the membership pursuant to Article X, Section 8.

ARTICLE XIII – CHARTER AMENDMENTS

The NAJCC’s Corporate Charter may be amended, modified, or repealed at any regular or special meeting of the Board by the affirmative vote of a majority of the full Board as then constituted, provided that notice of the proposed change(s) shall have been provided to each member of the Board not less than twenty-five (25) days prior to the meeting at which the amendment is to be voted upon. Such notice shall also state that one of the purposes of the meeting is to consider proposed amendment(s), modification(s) or deletion(s) to the NAJCC’s Corporate Charter and shall contain or be accompanied by a copy or summary of the proposed amendment(s) or state the general nature thereof.

ARTICLE XIV - BOARD OF GOVERNORS AND OFFICER INDEMNIFICATION

Section 1. Indemnification and Advancement of Expenses. The NAJCC shall indemnify every person who is or was a party or is or was threatened to be made a party to any action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Board member or Officer of the NAJCC, or is or was serving at the request of the NAJCC as a Board member or Officer of another corporation or enterprise, and in each case, his or her heirs, executors and administrators, against all expense, liability and loss (including, but not limited to, attorney’s fees, judgments, fines, penalties, and amounts paid in

settlement) actually and reasonably incurred or suffered by such person in connection with such action, suit or proceeding, to the fullest extent permitted by applicable law, as now in effect and as hereinafter adopted or amended. Such indemnification may include advances of expenses in advance of final disposition of such action, suit or proceeding, subject to the provision of any applicable statute. Additionally, each past and present Board member or Officer, to the fullest extent allowed by the laws of the State of Tennessee, both as now in effect and as hereinafter adopted or amended, shall be immune from suit arising from the conduct of the affairs of the Corporation. Furthermore, past or present Officers of the NAJCC shall receive the same protection afforded to its Board members by Tenn. Code Ann. § 48-58-601.

Section 2. Non-exclusivity of Rights. The indemnification and advancement of expenses provision of this Article shall not be exclusive of any other right which any person (and his or her heirs, executors and administrators) may have or hereafter acquire under any statute, provision of the Charter, provision of these Bylaws, resolution adopted by the members or the Board, agreement, or insurance purchased by the NAJCC or otherwise, both as to action in an official capacity and as to action in another capacity. The NAJCC is hereby authorized to provide for indemnification and advancement of expenses through its Charter, Bylaws, resolution of the Board, and agreement.

Section 3. Insurance. The NAJCC shall maintain insurance, at its expense, to protect itself and any individual who is or was a Board member or Officer of the NAJCC, or who, while a Board member or Officer, is or was serving at the request of the NAJCC as a Board member or Officer of another corporation or enterprise, whether or not the NAJCC would have the power to indemnify such person against such expense, liability or loss under this Article or the Act.

ARTICLE XV - WAIVER OF NOTICE

A member may waive any notice required to be given by the Tennessee Code, the Charter or these Bylaws before or after the date and time stated in the notice. The waiver must be (1) in writing, (2) signed by the member entitled to the notice, and (3) delivered to the NAJCC and filed in its minutes or corporate records. However, a member's attendance at or participation in a meeting will constitute a waiver of notice unless the member at the beginning of the meeting or promptly on arrival objects to holding the meeting or transacting business at the meeting. Additionally, a member's attendance at a meeting waives objection to consideration of a particular matter at the meeting that is not within the purpose(s) described in the meeting notice, unless the member objects to considering the matter when it is presented. Neither the business to be transacted at, nor the purpose of, any meeting need be specified in any waiver of notice.

Appendix A

Sample Notice

NOTICE OF PROPOSED BYLAW CHANGE

Pursuant to Article XII of the Bylaws of the Nashville Area Junior Chamber of Commerce (NAJCC), notice is hereby given that a proposed amendment to Article____, Section ____of the NAJCC Bylaws shall be voted on at a special meeting of the Board of Governors to be held at____p.m. on **Month Day, Year** at the **Location**.

Article____, Section____of the NAJCC Bylaws currently states:

Existing Title of Bylaw. Existing Content

The proposed amendment would repeal and/or amend the preceding bylaw in favor of the following language:

Article____, Section____of the NAJCC Bylaws would state:

Amended Title of Bylaw. Amended Content

Appendix B

Sample Waiver of Notice

WAIVER OF NOTICE

Article XII requires that all members of the Board of Governors be given at least twenty-five (25) days notice of any meeting to vote on proposed changes to the NAJCC Bylaws. Article XV, however, allows Board members to waive the notice requirement by confirming the waiver in writing. In order to waive the notice requirement so that the Board of Governors can vote on the proposed Bylaw changes at the special meeting to be held at __p.m. on **Month Day, Year** at the **Location**. Please read and sign below and return the completed waiver to the President.

I agree that I have received notice of the proposed bylaw changes to be voted on at the special meeting of the Board of Governors to be held on July 13, 2001 as required by Article XII of the NAJCC Bylaws. I further agree that I am voluntarily waiving any and all notice required by the Bylaws for this special meeting pursuant to the waiver provisions contained in Article XV of the Bylaws.

Printed Name

Signature

Date

Appendix C

Nomination Form

Name: _____

Age: _____

Date he/she joined the NAJCC (must have joined by March 31, of [*Current year – 1*]):

Please list any chairmanships, sub-chairmanships or awards he/she has held or received during his/her membership with the NAJCC:

Employer: _____

Job description/Title: _____

Other activities, organizations, etc. (limit to three)

Optional: Explain in 150 words or less the reason(s) he/she should be considered as a candidate for the Board of Governors, and the impact you hope him/her to have as a board member. (Please type on a separate sheet of paper and return with this form or submit via e-mail.)

Return Form By [*4th Tuesday in February*] To:

Nashville Area Junior Chamber of Commerce
Attn: Board Elections
4711 Trousdale Drive
Suite 129
Nashville, TN 37220
Fax: 615-255-4880
E-Mail: najcc@najcc.org (subject “Board Nomination”)